

FMC Agreement No. 10071

**The Cruise Lines International
Association Agreement No. 10071-032**

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ARTICLE 1 - FULL NAME OF THE AGREEMENT

The full name of the Agreement shall be "The Cruise Lines International Association Agreement."

ARTICLE 2 - PURPOSE OF THE AGREEMENT

The purpose of this Agreement is to continue an Association which will act pursuant to authority granted the Members under Articles 5 and 9 of this Agreement.

ARTICLE 3 - PARTIES TO THE AGREEMENT

The parties to this Agreement are:

AMERICAN CRUISE LINES, INC.
1 Marine Park
Haddam, CT 06438

CARNIVAL CRUISE LINES
3655 NW 87th Avenue
Miami, FL 33178

CELEBRITY CRUISES, INC.
1050 Caribbean Way
Miami, FL 33132

COSTA CRUISE LINES
World Trade Center Building
80 SW 8th Street
Miami, FL 33130-3097

CRYSTAL CRUISES
2049 Century Park East, Suite 1400
Los Angeles, CA 90067

CUNARD LINE
6100 Blue Lagoon Drive, Suite 400
Miami, FL 33126

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DISNEY CRUISE LINE
210 Celebration Place, Suite 400
Celebration, FL 34747-4600

HOLLAND AMERICA LINE
300 Elliott Avenue West
Seattle, WA 98119

MSC CRUISES
6750 North Andrews Ave
Fort Lauderdale, FL 33309

NORWEGIAN COASTAL VOYAGE, INC./
BERGEN LINE SERVICES
405 Park Avenue
New York, NY 10022

NORWEGIAN CRUISE LINE
7665 Corporate Center Drive
Miami, FL 33126-1201

OCEANIA CRUISES
8300 NW 33rd Street
Miami, FL 33122

ORIENT LINES
1510 SE 17th Street, Suite 400
Fort Lauderdale, FL 33316

PRINCESS CRUISES
10100 Santa Monica Boulevard, Suite 1800
Los Angeles, CA 90067

REGENT SEVEN SEAS CRUISES
1000 Corporate Drive, Suite 500
Fort Lauderdale, FL 33334

ROYAL CARIBBEAN INTERNATIONAL
1050 Caribbean Way
Miami, FL 33132

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SEABOURN CRUISE LINE
6100 Blue Lagoon Drive, Suite 400
Miami, FL 33126

SILVERSEA CRUISES, LTD.
110 E. Broward Boulevard
Fort Lauderdale, FL 33301

WINDSTAR CRUISES
300 Elliott Avenue West
Seattle, WA 98119

The Cruise Lines International
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The Association defines its scope by reference to the market served rather than the geographical location of the voyages concerned. Any voyage in respect of which a marketing effort is made in North America falls within the scope of the Association. It is understood that effectiveness and/or approval of this Agreement by the FMC pursuant to the Shipping Act, 1984, and the Shipping Act, 1916, extends only to activities in connection with voyages on which passengers embark or disembark at a United States port.¹

ARTICLE 5 - AGREEMENT AUTHORITY

The Member Companies of this Association agree:

A. The Association will --

(1) Provide a forum where companies engaged in the worldwide operation and marketing of the cruise and passenger liner industry in North America can meet and discuss matters of common interest and develop and agree on activities aimed at promoting safe and secure cruise ship operations and marketing the concept of shipboard holidays;

(2) Represent its Members' views in dealings with Conferences, Associations and/or Agencies of the United States, local or foreign governments, including international organizations, U.S. federal, state and local legislative bodies, executive and regulatory agencies and departments, licensing and taxing authorities, ports and terminals authorities in matters relating to marketing, sales and operation of passenger liner or cruise vessels, passenger cruises and their operators, including commercial, safety, health, environmental, security and other national or international policy issues;

(3) Represent Members in dealing with international regulatory organizations, including regulatory bodies existing pursuant to and interpreting and enforcing multinational conventions, treaties and other instruments;

(4) Represent Members in dealing with non-governmental organizations, business corporations and private industry concerns, trade associations and other similar entities in matters relating to the marketing and operation of cruises, operation of cruise vessels and associated activities;

¹ The terms of this Agreement and the filing of it with the Federal Maritime Commission ("FMC") do not and are not intended to bring within the scope of the Shipping Act of 1984, as amended (including the antitrust exemption conferred by the Act), or the jurisdiction of the FMC, any activities hereunder relating to the carriage of passengers in the U.S. domestic trades or to service wholly between foreign ports or points.

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(5) Represent Members in dealing with the media, including proactive industry image programs and response to current issues and events;

(6) Assist Members in formulating policy positions on the foregoing matters; and

(7) Represent Member Companies in matters relating to financial responsibility coverage and education of Sellers of Travel.

B. Membership in any other association shall not preclude Membership in this Association. However, the Association may provide for consultation and cooperation with other Conferences, Organizations or Associations, and will utilize its best efforts to provide sellers of travel and interested travel agent associations with reasonable opportunities for dialogue and presentation of views, always reserving freedom of action. The areas of promotion and/or marketing which the Association may implement either on its own or in cooperation with other associations shall include:

- (1) Travel seller training;
- (2) Public relations;
- (3) Advertising;
- (4) Market research;
- (5) Legislative and regulatory policies; and
- (6) Cruise market expansion promotional ventures.

However, participation in any such programs shall not limit the right of any Member Company to take independent action.

C. Members of the Association may discuss with each other matters, other than specific rate activities, beyond the authority of this Agreement and within the ambit of the United States Shipping Act, 1984, and/or the Shipping Act, 1916, with a view to filing modifications to this Agreement with the Federal Maritime Commission. No such modifications will be implemented prior to effectiveness and/or approval under the Shipping Act, 1984, and the Shipping Act, 1916.

D. Member Companies shall notify the Association of the default of any Seller of Travel (as defined in Appendix A) or the employment by any travel agency of any ex-agent, ex-officer or ex-clerk of any Seller of Travel previously declared in default under the provisions of this Agreement.

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E. The organization of the Association will be as shown in Appendix B.

F. Meetings of representatives of the travel trade industry (Inter-Association Meetings) shall be convened at least annually for the purpose of discussing matters covered by the Association's charter which are of mutual importance to the Association and Sellers of Travel. The President of the Association shall notice the meetings to all Member Companies and serve as Secretary under the direction of the Chairman of the Association. The Chairman of the Association shall chair Inter-Association Meetings.

Inter-Association Meetings shall be attended by the Executive Committee and by a representative of any other such Member Companies as may wish to attend. In addition, the following organizations shall each be invited to send one representative to every Inter-Association Meeting:

- (1) American Society of Travel Agents;
- (2) Association of Retail Travel Agents;
- (3) American Automobile Association;
- (4) Alliance of Canadian Travel Associations;
- (5) National Association of Cruise Only Agencies.

G. The Association may agree from time to time to establish cruise industry promotional, educational and travel seller training programs, including FAM trip programs offered on such terms as individual Member lines desire, and may allow travel sellers listed in the Association's Master List of Sellers of Travel to participate in such programs at reduced rates.

H. This Agreement shall apply in respect of the relationship between the Member Companies of this Agreement and Sellers of Travel in the United States and Canada, as set out in Appendix A.

I. Member Cruise Lines may utilize the Association's seal, trademarks, intellectual property and other marketing, promotional or educational materials and information only in connection with the marketing and promotion of cruises of Member Cruise Lines, and for no other purpose. Member Cruise Lines may not sublicense, assign or provide such seal, trademarks or intellectual property, materials or information to any third parties, including affiliates or associates, without the Association's written authorization. The Association's seal, trademarks, intellectual property, materials and information may not be utilized to market or promote non-cruise products or services, including related travel industry products or services provided by Members, or their affiliates and associates. The Association may establish and modify rules applicable to Member Cruise Lines and

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affiliated Sellers of Travel's use of the Association's seal, trademarks, intellectual property, materials and information.

**ARTICLE 6 - OFFICIALS OF AGREEMENT AND DELEGATION OF
AUTHORITY**

The Member Companies shall authorize individuals to file amendments to this Agreement or any other papers or documents related to this Agreement. At present, and until revoked, the Member Companies authorize the President of the Association to file on their behalf amendments to this Agreement or any papers or documents related to this Agreement.

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Cruise Lines International Association

SIGNATURE PAGE

IN WITNESS WHEREOF, the below listed parties, constituting the Member Lines of the Cruise Lines International Association ("CLIA"), have caused FMC Agreement No. 203-010071-032 to be executed on their behalf by their authorized representative, Terry Dale, President of CLIA, this 7th day of August, 2006.

American Cruise Lines, Inc.
Carnival Cruise Lines
Celebrity Cruises, Inc.
Costa Cruise Lines
Crystal Cruises
Cunard Line
Disney Cruise Line
Holland America Line
MSC Cruises
Norwegian Coastal Voyage, Inc. / Bergen Line Services
Norwegian Cruise Line
Oceania Cruises
Orient Lines
Princess Cruises
Regent Seven Seas Cruises
Royal Caribbean International
Seabourn Cruise Line
Silversea Cruises, Ltd.
Windstar Cruises

Terry Dale, President of CLIA
and duly authorized representative of the
CLIA Member Lines